



2-170A032

GE Transportation
SystemsTransportation Systems Marketing and Sales
General Electric Company
2901 East Lake Road, Erie, PA 16531

June 15, 1992

VIA FEDERAL EXPRESS

Ms. Mildred Lee
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Room 2302
Washington, D.C. 20423

RECORDATION NO. 17405-4

JUN 18 1992 -2 45 PM

INTERSTATE COMMERCE COMMISSION

JUN 18 2 39 PM '92
MOTION PICTURE UNIT

**Subject: Recordation of Memorandum of
Lease**

Dear Ms. Lee:

Enclosed for recordation, under the provisions of 49 U.S.C. §11303 and the regulations thereunder, is an original and one copy/counterpart of a Memorandum of Lease Agreement, dated as of May 21, 1992, between General Electric Company ("Lessor") and Southern Pacific Transportation Company ("Lessee"), a secondary document. The primary document to which this relates is recorded under ICC Recordation Number 17405-E.

The names and addresses of the parties to the enclosed Locomotive Lease Agreement are as follows:

LESSOR: General Electric Company
2901 East Lake Road
Erie, Pennsylvania 16531

LESSEE: Southern Pacific Transportation Company
Southern Pacific Building
One Market Plaza
San Francisco, CA. 94105

A general description of the locomotive(s) covered by the enclosed documents is attached hereto as Schedule I. Also enclosed is a remittance in the amount of \$16.00 for the required recording fee.

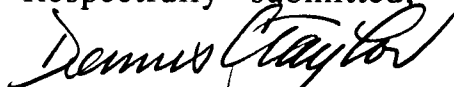
Following recordation, please return one original of the enclosed document, together with any extra copies not needed by the Commission for recordation, to Michael J. Baughman, General Electric Company, 2901 East Lake Road, Building 14-5, Erie, Pennsylvania 16531.

A short summary of the document to appear in the index follows:

SECONDARY DOCUMENT

Memorandum of Lease, dated as of May 21, 1992, between General Electric Company ("Lessor") and Southern Pacific Transportation Company ("Lessee"), relating to 20 General Electric Diesel Electric Locomotives, bearing Road Nos. 8021, 8023, 8025, 8066, 8077, 8078, 8079, 8084, 8095, 8123, 8124, 8126, 8132, 8134, 8137, 8140, 8145, 8146, 8148, 8150.

Respectfully submitted,



Dennis C. Taylor
Manager, Locomotive Leasing

Enclosures

SCHEDULE I

Description of Locomotive(s)

<u>Type of Equipment</u>	<u>Number of Units</u>	<u>Road Number(s)</u>
General Electric Diesel Electric Locomotives	20	8021 8023 8025 8066 8077 8078 8079 8084 8095 8123 8124 8126 8132 8134 8137 8140 8145 8146 8148 8150

Interstate Commerce Commission
Washington, D.C. 20423

6/18/92

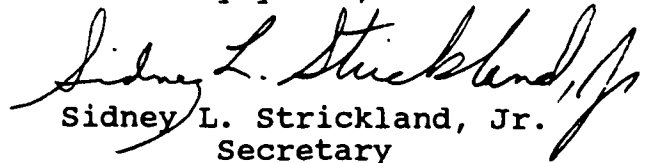
OFFICE OF THE SECRETARY

Michael J. Baughman
General Electric Company
2901 East Lake Road
Building 14-5
Eric, Pennsylvania 16531

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/18/92 at 2:45pm , and assigned recordation number(s). 17405-F

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

178405 F

JUN 18 1992 - 2:46 PM

MEMORANDUM OF LEASE

INTERSTATE COMMERCE COMMISSION

On the 21st day of May, 1992, General Electric Company, a New York corporation acting through its Transportation Systems Business Operations with offices at 2901 East Lake Road, Erie, Pennsylvania 16531 ("Lessor"), and Southern Pacific Transportation Company, a Delaware corporation with offices at Southern Pacific Building, One Market Plaza, San Francisco, California 94105 ("Lessee"), entered into Locomotive Lease Schedule Number SP 92-2, by which the General Electric Diesel Electric Locomotives described below were leased from Lessor to Lessee. Such Locomotive Lease Schedule incorporates all of the terms and conditions of that certain Master Locomotive Lease Agreement dated April 23, 1992 between Lessor and Lessee, a Memorandum of which was duly filed with the Interstate Commerce Commission.

Locomotive Lease Schedule Number SP-92-2		
Road Number		Model
8021	8023	C30-7
8025	8066	C30-7
8077	8078	C30-7
8079	8084	C30-7
8095	8123	C30-7
8124	8126	C30-7
8132	8134	C30-7
8137	8140	C30-7
8145	8146	C30-7
8148	8150	C30-7

GENERAL ELECTRIC COMPANY

By: Dennis C. Taylor
Dennis C. Taylor, Manager -
Locomotive Leasing

**SOUTHERN PACIFIC
TRANSPORTATION COMPANY**

By: X
Name C. T. Shurstad
Title V.P.T.

Commonwealth of Pennsylvania }
County of Erie }

On this, the 21st day of May, 1992 before me, the undersigned officer, personally appeared Dennis C. Taylor, who acknowledged himself to be the Manager, Locomotive Leasing of General Electric Company, a corporation, and that he as Manager, Locomotive Leasing, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as Manager, Locomotive Leasing.

In witness whereof, I hereunto set my hand and official seal.

Notarial Seal
Carol A. Wahlen, Notary Public
Lawrence Park Twp., Erie County
My Commission Expires Dec. 12, 1994

Carol A. Wahlen
Notary Public

My commission expires: _____

State of Colorado }
County of Jefferson }

On this, the 9th day of June, 1992, before me, the undersigned officer, personally appeared C. T. Shurstad, who acknowledged himself to be the V.P.T. of Southern Pacific Transportation Company, a corporation, and that he as V.P.T., being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as C. T. Shurstad.

In witness whereof, I hereunto set my hand and official seal.

Kimberly D. Otte
Notary Public

My commission expires: 2-14-1995